

EXHIBIT D

1 UNITED STATES DISTRICT COURT
2 DISTRICT OF MASSACHSETTS

3 JOHN J. VAUGHN, GERALD A.)
KALBFLEISCH, and MICHAEL and)
4 MYRTLE HATHAWAY,)
)

5 Plaintiffs,)
)

6 vs.) Civil Action
No. 04-10988-GAO

7 PUTNAM INVESTMENT MANAGEMENT,)
LLC, and PUTNAM RETAIL)
8 MANAGEMENT LIMITED PARTNERSHIP,)
)

9 Defendants.)

10 DEPOSITION OF MICHAEL HATHAWAY, produced,
11 sworn, and examined on FEBRUARY 12, 2007, between
12 the hours of eight o'clock in the forenoon and
13 six o'clock in the afternoon of that day, at the
14 offices of Bryan Cave, LLP, One Metropolitan
15 Square, 211 North Broadway, Suite 3600, St.
16 Louis, Missouri 63102 before Tammie A. Heet, a
17 Registered Professional Reporter, Certified
18 Shorthand Reporter and Notary Public within and
19 for the states of Illinois and Missouri, in a
20 certain cause now pending in the United States
21 District Court, District of Massachusetts, in re:
22 JOHN J. VAUGHN, et al. vs. PUTNAM INVESTMENT
23 MANAGEMENT, LLC, et al.; on behalf of the
24 Defendant Putnam.

25

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Reported By:

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IT IS HEREBY STIPULATED AND AGREED

2 by and between counsel for the Plaintiffs and
3 counsel for the Defendants that this deposition
4 may be taken in shorthand by Tammie A. Heet, RPR,
5 CSR and Notary Public, and afterwards transcribed
6 into printing, and signature by the witness
7 expressly reserved.

MICHAEL HATHAWAY,
10 of lawful age, produced, sworn, and examined on
11 behalf of Defendant Putnam, deposes and says:

EXAMINATION

QUESTIONS BY MR. SIMSHAUSER:

Q. Mr. Hathaway, good morning. I'm
Peter Simshauser. I'm an attorney for Putnam and
I introduced myself to you out in the hallway.
We'll be taking your deposition.

Before -- I understand you have not
given a deposition before; is that correct, sir?

A. No.

Q. Do you understand that the
testimony you're giving here today has the same
force and effect as if you were testifying in
court?

A. Yes.

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Q. Is there any reason you're not
prepared to give your best testimony today?

A. No, there's no reason.

Q. Are you taking any medication or do
you have any medical condition that would impact
your memory in any way?

A. No.

Q. Okay.

A. I don't think. Old age.

Q. How old are you, sir?

A. 76 -- 78 -- I'm 68.

Q. Okay. You're 68?

A. Yeah.

Q. Okay. Now, how did you get

involved in this lawsuit?

A. How did I get involved in it?

Q. Yes, sir.

A. We bought stock from Putnam.

Q. Okay. And how did you get involved

in the lawsuit?

A. Well, I'd seen that -- that it

wasn't -- how did I get involved in the lawsuit?

Q. Yes, sir.

A. Well, I called, we called a -- a

lawyer about one thing and -- and he give us that

2 (Pages 2 to 5)

1 there were unfair practices going on in that --
2 in Putnam. And we checked into it a little more
3 and that's whenever we decided that.
4 **Q. Who -- who was the lawyer?**
5 A. I don't remember who he was.
6 **Q. Was he a lawyer in -- here in**
7 **St. Louis?**
8 A. No.
9 **Q. Where was he?**
10 A. In Boston, I think.
11 **Q. And how did you get that lawyer's**
12 **name?**
13 A. I don't remember that either, how I
14 got it.
15 **Q. Did somebody give it to you?**
16 A. Apparently they did because I don't
17 remember where it -- how we come up with that
18 name.
19 **Q. Now, you said you called the lawyer**
20 **about one thing. Was that thing related to**
21 **Putnam?**
22 A. It was -- it was something
23 different.
24 **Q. Something not related to Putnam?**
25 A. Yes.

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1 **Q. And then what happened?**
2 A. He --
3 MR. GRADY: Don't tell him about
4 the conversations that you actually had with that
5 lawyer because that's privileged. But you can
6 certainly tell him, if you remember, who it was
7 and some of the other questions he's asking,
8 that's fine.
9 THE WITNESS: I really don't
10 remember that lawyer's name.
11 MR. GRADY: Okay.
12 **Q. (BY MR. SIMSHAUSER) Now, you're**
13 **sitting next to Mr. Grady, correct?**
14 A. Uh-huh.
15 **Q. You have to use words, sir.**
16 A. Huh?
17 **Q. You have to answer my questions**
18 **with words.**
19 MR. GRADY: She can't take down
20 shaking of the head or uh-huh.
21 THE WITNESS: Yes. I say yes.
22 **Q. (BY MR. SIMSHAUSER) You're sitting**
23 **next to Mr. Grady, correct?**
24 A. Yes.
25 **Q. Have you met with him before?**

1 A. Yes.
2 **Q. When did you first meet Mr. Grady?**
3 A. Yesterday.
4 **Q. And there's another lawyer here in**
5 **the room, Ms. Adler. Do you see her?**
6 A. Yesterday. Met her yesterday.
7 **Q. Okay. She's with a law firm called**
8 **Robins, Kaplan. Have you heard of that law firm?**
9 A. No.
10 **Q. And Mr. -- Mr. Grady is with the**
11 **law firm called Link, Sartory. Have you heard of**
12 **that law firm?**
13 A. No. Link, no.
14 **Q. And the first time you ever met**
15 **Mr. Grady was yesterday?**
16 A. Yes.
17 **Q. When did you first sue Putnam?**
18 A. Oh, I think probably about four
19 years ago or five. I'm not sure.
20 **Q. And where -- where was that**
21 **lawsuit?**
22 A. Nothing became of it. This is it,
23 I guess.
24 **Q. Did you ever sue Putnam in Madison**
25 **County, Illinois?**

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1 A. No.
2 **Q. To your knowledge, the only time**
3 **you ever sued Putnam is in Boston; is that**
4 **correct?**
5 A. As far as I know.
6 **Q. Okay. And when -- when you spoke**
7 **to the lawyer whose name you don't remember**
8 **and -- and he -- he told you something, without**
9 **going into the substance about it, about Putnam,**
10 **correct?**
11 A. Uh-huh.
12 **Q. You have to use words, please.**
13 A. Yes. Yeah.
14 **Q. And at that time, is it true, sir,**
15 **that you had not thought about suing Putnam? Is**
16 **that true?**
17 A. I'd thought about it because we
18 was -- seen it in the paper where they was
19 charging us more than what they was the other
20 people for the work they'd done.
21 **Q. And when you say they were charging**
22 **you more, what do you mean?**
23 A. Percentage wise, I guess.
24 **Q. And percentage wise of what?**
25 A. Of your shares, return on your

3 (Pages 6 to 9)